

ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD  
CHARLES T KAPPLER  
JOHN H DOYLE  
RICHARD N BAGENSTOS  
JAMES C MARTIN, JR

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
618 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

RECORDATION NO

16684

FILED 1425

DEC 28 1989 - 10 05 AM

December 28, 1989

9-362A023

Ms. Noreta R. McCee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Ms. McCee:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) fully executed original copies each of five (5) related primary documents described as 1) Assignment and Purchase Agreement (1989-I) dated as of December 1, 1989 ("Assignment I"), 2) Assignment and Purchase Agreement (1989-II) dated as of December 1, 1989 ("Assignment-II"), 3) Memorandum of Trust Indenture and Security Agreement dated as of December 1, 1989 ("Security Agreement"), 4) Memorandum of Trust Agreement dated as of December 1, 1989 ("Trust Agreement") and 5) Memorandum of Equipment Lease dated as of December 1, 1989 ("Lease").

The names and addresses of the parties to the enclosed documents are:

New No. - A  
Assignment I and Assignment II

Assignor: Occidental Chemical Corporation  
Occidental Tower  
5005 LBJ Freeway  
Dallas, TX 75244

Assignee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Security Agreement:

Owner Trustee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Indenture Trustee: Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza  
Baltimore, MD 21201

\* Two copies of documents 1) and 2).

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Trust Agreement:

- C Trustor: Ford Motor Credit Company  
c/o United States Capital Equipment  
Fairlane Plaza South, Suite 700  
330 Town Center Drive  
Dearborn, MI 48126

Trustee: The Connecticut National Bank  
777 Main Street, MSN 238  
Hartford, CT 06115

Lease

- D Lessor: The Connecticut National Bank, as Owner Trustee  
777 Main Street, MSN 238  
Hartford, CT 06115

Lessee: Occidental Chemical Corporation  
Occidental Tower  
5005 LBJ Freeway  
Dallas, TX 75244

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of ~~\$60~~ <sup>#75</sup> payable to the order of the Interstate Commerce Commission covering the required recordation fee.

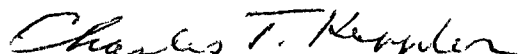
Kindly return stamped copies of the enclosed documents not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

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A short summary of the enclosed documents to appear in the Commission's Index is:

Assignment and Purchase Agreement (1989-I)  
between Occidental Chemical Corporation  
("Occidental"), Assignor, and The Connecticut  
National Bank, Owner Trustee ("CNB");  
Assignment and Purchase Agreement (1989-II)  
between Occidental, Assignor, and CNB;  
Memorandum of Trust Indenture and Security  
Agreement between CNB" and Mercantile-Safe  
Deposit and Trust Company, Indenture Trustee;  
Memorandum of Trust Agreement between Ford  
Motor Credit Company, Trustor, and CNB; and  
Memorandum of Equipment Lease between CNB,  
Lessor, and Occidental, Lessee, each dated as  
of December 1, 1989, covering railcars.

Very truly yours,

  
Charles T. Kappler

CTK/skh  
Enclosures

DEC 28 1989 -10 05 AM

INTERSTATE COMMERCE COMMISSION  
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT


THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of the 1st day of December, 1989, by and between Mercantile-Safe Deposit and Trust Company ("Indenture Trustee"), as secured party, having its principal offices at Two Hopkins Plaza, Baltimore, Maryland 21201, and The Connecticut National Bank ("Lessor"), as debtor, having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115:

WITNESSETH:

Pursuant to a Trust Indenture and Security Agreement dated as of December 1, 1989, Lessor has granted Indenture Trustee a security interest in all of its right, title and interest in the equipment described in Appendix A (the "Equipment") and in that certain Equipment Lease Agreement, dated as of December 1, 1989 (the "Lease"), by and between Lessor and Occidental Chemical Corporation, which Lease covers the Equipment.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

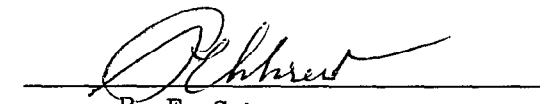
THE CONNECTICUT NATIONAL BANK,  
not in its individual capacity  
but solely as Owner Trustee,  
as Lessor

By:   
Name: W. R. MUNROE  
Title: Trust Officer

ATTEST:  
[SEAL]

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Indenture  
Trustee

  
Corporate Trust Officer

By:   
Name: R. E. Schreiber  
Title: VICE PRESIDENT

State of Connecticut )  
County of Hartford ) ss. Hartford, CT

BEFORE ME, the undersigned notary, on this day personally appeared W. R. MUNROE, to me personally known or so proven to be, who, being by me duly sworn, says that he/~~she~~ is a Trust Officer of The Connecticut National Bank, ("Lessor"), that the above Memorandum of Trust Indenture and Security Agreement was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/~~she~~ acknowledged that the execution of the foregoing Memorandum of Trust Indenture and Security Agreement was the free act and deed of the said Lessor.

12th GIVEN UNDER MY HAND AND SEAL OF OFFICE, this  
day of December, 1989.

Dolores B. Plourde

NOTARY PUBLIC

DOLORES B. PLOURDE

[SEAL]

My Commission Expires:

My Commission Expires Mar. 31, 1994

                      
Date

State of MARYLAND )  
City )  
County, of BALTIMORE ) ss.

BEFORE ME, the undersigned notary, on this day personally appeared R. E. Schreiber, to me personally known or so proven to be, who, being by me duly sworn, says that he/~~she~~ is a Vice President of Mercantile-Safe Deposit and Trust Company, a Maryland trust company ("Indenture Trustee"), that the above Memorandum of Trust Indenture and Security Agreement was signed on behalf of the Indenture Trustee by authority of the Board of Directors of Indenture Trustee and he/she acknowledged that the execution of the foregoing Memorandum of Trust Indenture and Security Agreement was the free act and deed of the said Indenture Trustee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this  
15th day of December, 1989.

[SEAL]

Amelia F. Zukowski  
NOTARY PUBLIC

My Commission Expires:

July 1, 1990

Date

SCHEDULE A

1155 Rail Cars as follows:

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>
242	Trinity Industries, Inc.	OCPX 70401 - OCPX 70642
349	Union Tank Car Company	HOKX 111351 - HOKX 111699
514	ACF Industries, Inc.	HOKX 132401 - HOKX 132914
50	Gulf Railcar, Inc.	HOKX 111301 - HOKX 111350